

DESCRIPTION OF TRANSACTION AND PUBLIC INTEREST STATEMENT

By this and twenty-one other contemporaneously filed Form 603 assignment applications,¹ the Commission's consent is respectfully sought for the simultaneous assignments of Personal Communications Services ("PCS"), Advanced Wireless Service ("AWS"), 600 MHz and 700 MHz licenses or portions thereof in various markets ("Markets") among (i) each of T-Mobile License LLC ("T-Mobile License"), SprintCom, Inc. ("SprintCom") and Sprint Spectrum Realty Company, LLC ("Sprint Realty"), each subsidiaries of T-Mobile USA, Inc. ("T-Mobile USA") and, collectively, the "T-Mobile Parties", and (ii) each of USCOC of Greater Iowa, LLC ("USCO Iowa"), USCOC of Greater Oklahoma, LLC ("USCOC Oklahoma"), USCOC of Greater Missouri, LLC ("USCOC Missouri"), USCOC of Cumberland, LLC ("USCOC Cumberland"), USCOC Nebraska/Kansas, LLC ("USCOC Nebraska/Kansas"), United States Cellular Operating Company of Chicago, LLC ("USCOC Chicago"), USCOC of Central Illinois, LLC ("USCOC Illinois"), USCOC of Virginia RSA #3, Inc. ("USCOC Virginia") and Hardy Cellular Telephone Company ("Hardy"), each direct or indirect subsidiaries of United States Cellular Corporation ("USCC") and, collectively, the "US Cellular Parties;" the T-Mobile Parties and the US Cellular Parties are collectively the "Parties."

The assignments involve only the transfer of spectrum, no network or other assets or customers. The assignments are, in most Markets, intra-market license exchanges that are intended to enable more efficient operations by creating larger blocks of contiguous spectrum and/or the alignment of spectrum blocks held in adjacent markets. In most of these Markets, identical amounts and types of spectrum are being swapped. Thus, upon the consummation of the assignments, the attributable spectrum holdings of T-Mobile USA and USCC will be unchanged in these Markets. A few of the intra-market exchanges will

¹ See ULS File No. 0009862514 (Assignment from T-Mobile License to USCOC Illinois-partial); ULS File No. 0009861857 (Assignment from T-Mobile License to USCOC Iowa-partial); ULS File No. 0009861625 (lead) (Assignment from T-Mobile License to USCOC Iowa-full); ULS File No. 0009862649 (Assignment from T-Mobile License to USCOC Nebraska/Kansas-partial); ULS File No. 0009862546 (Assignment from T-Mobile License to USCOC Nebraska/Kansas-full); ULS File No. 0009865331 (Assignment from T-Mobile License to USCOC Missouri-full); ULS File No. 0009865339 (Assignment from T-Mobile License to USCOC Chicago-full); ULS File No. 0009865349 (Assignment from T-Mobile License to USCOC Cumberland-partial); ULS File No. 0009865362 (Assignment from SprintCom to USCOC Illinois-full); ULS File No. 0009865370 (Assignment from SprintCom to USCOC Virginia-partial); ULS File No. 0009865380 (Assignment from Sprint Realty to USCOC Chicago-full); ULS File No. 0009865385 (Assignment from Sprint Realty to Hardy-partial); ULS File No. 0009864906 (Assignment from USCOC Iowa to T-Mobile License-partial); ULS File No. 0009864601 (Assignment from USCOC Iowa to T-Mobile License-full); ULS File No. 0009865239 (Assignment from USCOC Oklahoma to T-Mobile License-full); ULS File No. 0009865149 (Assignment from USCOC Missouri to T-Mobile License-partial); ULS File No. 0009864534 (Assignment from USCOC Cumberland to T-Mobile License-full); ULS File No. 0009864373 (Assignment from USCOC Nebraska/Kansas to T-Mobile License-partial); ULS File No. 0009864252 (Assignment from USCOC Nebraska/Kansas to T-Mobile License-full); ULS File No. 0009864241 (Assignment from USCOC Chicago to T-Mobile License-full); ULS File No. 0009864400 (Assignment from USCOC Illinois to T-Mobile License-full); and ULS File No. 0009865280 (Assignment from USCOC Virginia to T-Mobile License-full).

result in either the T-Mobile Parties or the US Cellular Parties increasing their spectrum holdings in the Market. In other Markets, inter-market assignments will augment spectrum holdings of the relevant assignees, expanding capacity and thereby benefiting consumers.

For the reasons set forth in more detail below, the Parties submit that Commission approval of the proposed transactions is consistent with the public interest, convenience and necessity and that the applications should be approved expeditiously and without conditions.

Description of the Parties

Each T-Mobile Party² is a wholly-owned subsidiary of T-Mobile USA and, indirectly, T-Mobile US, Inc. (“T-Mobile US”), a publicly traded company, and part of the family of companies that operate under the T-Mobile® brand names. Deutsche Telekom AG, a publicly-traded German company based in Bonn, Germany (“DT”), holds a 46.7 percent interest in T-Mobile US through its wholly-owned subsidiary T-Mobile Global Zwischenholding GmbH (“T-Mobile Global”). This subsidiary owns all of the equity and voting interests of T-Mobile Global Holding GmbH (“T-Mobile Holding”), which owns all of the equity and voting interests of Deutsche Telekom Holding B.V. (“DT Holding B.V.”), which in turn holds the 46.7 percent interest in T-Mobile US. DT has *de facto* control of T-Mobile US – and thus the T-Mobile Parties – as a result of a proxy agreement which authorizes DT to vote a majority of the stock of T-Mobile US.

Led by a management team with decades of collective experience in the telecommunications industry, T-Mobile US is headquartered in Bellevue, Washington, offers nationwide wireless voice and data services to consumer and business customers and provides service to 108.7 million subscribers.³ The Commission has repeatedly found that T-Mobile License and its controlling companies have the requisite character and qualifications to hold Commission authorizations.⁴ An FCC Form 602 providing current

² While T-Mobile License, Sprint Realty and SprintCom are all assigning spectrum to the US Cellular Parties (except for USCOC Oklahoma), T-Mobile License is the sole assignee of the spectrum being assigned by the US Cellular Parties (except for Hardy).

³ See T/Investors, News & Events, Press Release Details, Nov. 2, 2021, found on the T-Mobile website at the following link: <https://investor.t-mobile.com/news-and-events/t-mobile-us-press-releases/press-release-details/2022/T-Mobile-Posts-Record-High-Customer-Results-Adding-1.2-Million-Postpaid-Accounts-and-5.5-Million-Postpaid-Customers-in-2021/default.aspx> (last visited Feb. 6, 2022).

⁴ See, e.g., *Applications of T-Mobile US, Inc. and Sprint Corporation for Consent to Transfer Control of License and Authorizations*, WT Docket No. 18-197, Memorandum Opinion and Order, Declaratory Ruling, and Order of Proposed Modification, 34 FCC Rcd 10578, ¶ 44 (2019) (“*Merger Approval Order*”); *Applications of Deutsche Telekom AG, T-Mobile USA, Inc., and MetroPCS Communications, Inc. for Consent to Transfer of Control of Licenses and Authorizations*, Memorandum Opinion and Order and Declaratory Ruling, 28 FCC Rcd 2322, 2330, ¶ 19 (WTB/IB 2013); *Applications of T-Mobile USA, Inc. and SunCom Wireless Holdings, Inc.*, Memorandum Opinion and Order, 23 FCC Rcd 2515, 2519-20 ¶ 10 (2008).

ownership information for T-Mobile License is on file with the Commission.⁵

Each US Cellular Party⁶ is a wholly owned subsidiary of USCC, which is, in turn, a majority owned subsidiary of Telephone and Data Systems, Inc. ("TDS"). USCC and TDS are the real parties in interest in these applications. USCC is a leading provider of wireless and related services in the United States serving approximately 5 million customers nationwide through its expanding 5G, Fourth Generation Long Term Evolution ("LTE") and CDMA networks. Further ownership and additional information regarding USCC and TDS can be found in their Forms 602, "Ownership Disclosure for Wireless Telecommunications Services," which are on file with the FCC.⁷ USCC's qualifications as a wireless licensee are a matter of public record and have repeatedly been approved by the FCC.⁸

Description of the Transaction

Each of the T-Mobile Parties and the US Cellular Parties are parties to a License Exchange Agreement dated as of December 20, 2021, as amended as of February 8, 2022 (the "Exchange Agreement"), pursuant to which they (subject to FCC approval) will exchange either the entirety or partitioned and/or disaggregated portions of certain FCC licenses held by them (such full licenses, collectively, the "Full Licenses" and such portions to be assigned, collectively, the "Assigned Licenses"). Charts describing the Full Licenses and Assigned Licenses are set forth in Attachment A and Attachment B hereto, and a more detailed narrative description of the assignments is set forth in Attachment C hereto.⁹ The

⁵ See FCC File No. 0009897742. Based on prior guidance from the Wireless Telecommunications Bureau, this Form 602 filing for T-Mobile USA satisfies the ownership reporting requirements of Sections 1.919 and 1.2112(a) of the Commission's rules for its wholly-owned subsidiaries, including T-Mobile License. See 47 C.F.R. §§ 1.919, 1.2112(a); see also *Wireless Telecommunications Bureau Answers Frequently Asked Questions Concerning Reporting of Ownership Information on FCC Form 602*, Public Notice, 14 FCC Rcd 8261, 8264-65 (WTB 1999) ("Form 602 FAQ's").

⁶ While USCOC Iowa, USCOC Oklahoma, USCOC Missouri, USCOC Cumberland, USCOC Nebraska/Kansas, USCOC Chicago, USCOC Illinois and USCOC Virginia are all assigning spectrum to T-Mobile License, USCOC Iowa, USCOC Missouri, USCOC Cumberland, USCOC Nebraska/Kansas, USCOC Chicago, USCOC Illinois, USCOC Virginia and Hardy are the sole assignees of the spectrum being assigned by the T-Mobile Parties.

⁷ See FCC File No. 0009891954 (TDS), FCC File No. 0009891960 (USCC).

⁸ See, e.g., Application for Assignment of License from Cellco Partnership to Maine RSA #1, Inc., File No. 0009573375 (granted December 21, 2021).

⁹ The Parties have entered into pre-closing spectrum manager leases to allow the Parties to utilize the Assigned Licenses to be assigned to them pending the Exchange Closing, thereby expediting the realization of public interest benefits associated with spectrum efficiencies or the augmentation of spectrum holdings and, in the case of Markets that are the subject of an intra-market exchange, to facilitate the transition of the existing operations of the Parties from the Assigned Licenses to be assigned by them. The pre-closing leasing arrangements will commence on the applicable date set forth in the lease notifications filed with the FCC and will terminate upon the Exchange Closing (or thirty (30) days following the termination of the

assignments of all of the Assigned Licenses will occur following Commission consent concurrently at a single closing as contemplated by the Exchange Agreement (the “Exchange Closing”).

Transition Issues

The transactions involve only the assignments of spectrum and do not include the transfer of any other assets, facilities or customers. There will be no loss of an existing service provider in any of the market areas subject to these transactions. Although the Parties provide service to customers using many of their respective Assigned Licenses, all of these operations will be transitioned to other spectrum that the applicable Party (or its affiliates) already has in the same Market or will be acquiring from the other Parties in the same Market. Specifically, in Markets that are the subject of an intra-market exchange of the same amounts of spectrum, each of the applicable T-Mobile Party and the applicable US Cellular Party will transition its operations currently on the Assigned License(s) that it is assigning in each Market to the Assigned License(s) that it (or an affiliate) is acquiring from the other Parties in the same Market in this transaction. In Markets that are the subject of an inter-market exchange where a T-Mobile Party or a US Cellular Party is assigning an Assigned License(s) and not receiving any exchange spectrum from the other Parties (or an intra-market exchange where one Party is assigning more spectrum than it is receiving), each Party will transition its operations to other available spectrum licensed to it or its affiliates in those Markets with the capacity to add those operations. Therefore, these transitions thus will be seamless and invisible to retail customers, and there will be no discontinuance, reduction, loss or impairment of service to customers.

The Parties intend to consummate the subject transactions promptly following Commission consent by “Final Order” (unless finality is waived by the Parties) and the satisfaction of certain contractual conditions, except as otherwise provided above.

Public Interest Statement

Section 310(d) of the Act requires that the Commission determine whether the transaction presented herein is consistent with the public interest, convenience and necessity.¹⁰ To make that assessment, the Commission first determines whether the

Exchange Agreement if no Exchange Closing occurs). In the event operations have not been cleared on any Assigned Licenses by the Exchange Closing, the Parties intend to enter into post-closing leases of the applicable Assigned Licenses from the assignee at the Exchange Closing back to the assignor in order to allow assignor to complete the transition of its operations from the Assigned License. In either case, the Parties will file the appropriate spectrum manager lease notifications with the Commission and the cancellation notices as appropriate and in accordance with the Commission’s rules.

¹⁰ Section 310(d) provides that “no construction permit, or station license, or any rights thereunder, shall be transferred, assigned, or disposed of in any matter . . . to any person except upon application to the Commission and upon finding by the Commission that the public interest, convenience, and necessity will be served thereby.” 47 U.S.C. § 310(d).

proposed transaction complies with the specific provisions of the Act, other applicable statutes, and the Commission's rules.¹¹ If the proposed transaction does not violate a statute or rule, then the Commission considers whether the transaction could result in public interest harms by substantially frustrating or impairing the objectives or implementation of the Act or related statutes.¹² In the absence of such harms or if any exist but have been ameliorated by narrowly tailored conditions, the Commission next evaluates the transaction's public interest benefits.¹³

The Commission has determined that transfer and assignment applications that demonstrate on their face that a transaction will yield affirmative public interest benefits and will neither violate the Act or Commission rules nor frustrate or undermine policies and enforcement of the Act do not require extensive review and expenditures of considerable resources by the Commission.¹⁴ The instant applications meet this standard.¹⁵

¹¹ 47 U.S.C. § 310(d); *Applications of AT&T, Inc. and DIRECTV for Consent to Assign or Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 30 FCC Rcd 9131, 9139-40 ¶ 18 (2015) ("AT&T/DIRECTV Order"); *Applications of Comcast Corp., General Electric Co., and NBC Universal, Inc. for Consent to Assign Licenses and Transfer Control of Licensees*, Memorandum Opinion and Order, 26 FCC Rcd 4238, 4247 ¶ 22 (2011) ("Comcast/NBCU Order"); *Application of EchoStar Communications Corp., General Motors Corp., and Hughes Electronics Corp., Transferors, and EchoStar Communications Corp., Transferee*, Hearing Designation Order, 17 FCC Rcd 20559, 20574 ¶ 25 (2002) ("Echostar/DIRECTV HDO").

¹² See *AT&T/DIRECTV Order* ¶ 18; *Comcast/NBCU Order* ¶ 22; *EchoStar-DIRECTV HDO* ¶ 25.

¹³ *Applications of Level 3 Communications, Inc. and CenturyLink, Inc. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 32 FCC Rcd 9581, ¶¶ 9-10 (2017).

¹⁴ See, e.g., *Applications of SoftBank Corp., Starburst II, Inc., Sprint Nextel Corp., and Clearwire Corp. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, Declaratory Ruling, and Order on Reconsideration, 28 FCC Rcd. 9642, 9682 ¶ 102 (2013) ("[U]nder the Commission's sliding scale approach, where potential public interest harms appear unlikely . . . we will accept a lesser showing of public interest benefits."). See also *Tele-Communications, Inc. and AT&T Corp.*, Memorandum Opinion and Order, 14 FCC Rcd. 3160, 3170 ¶ 16 (1999); *Ameritech-SBC Order*, 14 FCC Rcd. at 14,740-41 ¶ 54.

¹⁵ In other similarly styled transactions where T-Mobile USA and USCC swapped spectrum, there was no opposition from the public, and the FCC consented to the applications on routine public notice. See *Wireless Telecommunications Bureau Assignment of License Authorization Applications, Transfer of Control of Licensee Applications, De Facto Transfer Lease Applications and Spectrum Manager Lease Notifications, Designated Entity Reportable Eligibility Event Applications, and Designated Entity Annual Reports Action*, Public Notice, Rpt No. 9258 (rel. Dec. 31, 2013) (consenting to ULS file nos. 0005972654 (lead) *et al.*), *Wireless Telecommunications Bureau Assignment of License Authorization Applications, Transfer of Control of Licensee Applications, De Facto Transfer Lease Applications and Spectrum Manager Lease Notifications, Designated Entity Reportable Eligibility Event Applications, and Designated Entity Annual Reports Action*, Public Notice, Rpt No. 10088 (rel. Nov. 26, 2014) (consenting to ULS file nos. 0006469144 (lead) *et al.*), *Wireless Telecommunications Bureau Assignment of License Authorization Applications, Transfer of Control of Licensee Applications, De Facto Transfer Lease Applications and Spectrum Manager Lease Notifications, Designated Entity Reportable Eligibility Event Applications, and Designated Entity Annual Reports Action*, Public Notice, Rpt No. 11469 (rel. Jun. 15, 2016) (consenting to ULS file nos. 0007150970 (lead) *et al.*), and *Wireless Telecommunications Bureau Assignment of License Authorization Applications, Transfer of Control*

The assignments proposed herein will not result in any violation of the Act or any other applicable statutory provision. Moreover, the assignments fully comply with all Commission rules and regulations and require no waivers. Therefore, they do not frustrate or impair the Commission's implementation or enforcement or the objectives of the Act or other statutes.

Notably, the proposed transactions will yield public interest benefits. In the Markets that are the subject of an intra-market exchange where each Party is assigning and receiving the same amount of PCS or AWS spectrum in each such Market, the proposed assignments will allow the carriers to make more efficient use of their spectrum. By further rationalizing a jumble of existing license holdings between USCC and T-Mobile USA in each such Market, the proposed transaction will benefit both consumers and competition. Following the transaction, USCC and T-Mobile USA will hold materially larger blocks of contiguous spectrum in the PCS and AWS bands in those Markets than these companies did prior to the proposed assignments. Although the transaction has no material impact on the ability of USCC or T-Mobile USA to deploy the spectrum, establishing larger contiguous spectrum blocks does allow both USCC and T-Mobile USA to use the spectrum more efficiently and improve the overall quality of service to subscribers. Operating on contiguous blocks of spectrum allows the carriers to use the guard band in the adjacent spectrum blocks, providing access to greater capacity. Aligning the spectrum blocks held in adjacent market areas allows the carriers to operate more efficiently by facilitating handoffs when users transition to the adjacent markets. The resulting spectrum alignments can also reduce the coordination burdens associated with operations at the edge of market boundaries, because the same carrier operates on the frequency block in the adjacent markets. As a result, the proposed transaction will allow USCC and T-Mobile USA to offer more efficient and more reliable mobile wireless broadband services without increasing spectrum concentration in any such Market.

In other Markets that are the subject of an inter-market exchange or an intra-market exchange where one carrier is acquiring more spectrum than it is assigning, the assignments augment spectrum holdings of the assignees, expanding capacity and thereby benefiting consumers. This will enable added capacity and improved data throughput speeds within existing coverage areas.

Thus, Commission approval of these applications will enhance competition and improve the quality of services in the wireless marketplace.

Finally, the Full Licenses were initially licensed by the Commission more than three years ago, and none currently is subject to any installment financing. The Full Licenses are not subject to any bidding credits or restrictions on ownership based on

of Licensee Applications, De Facto Transfer Lease Applications and Spectrum Manager Lease Notifications, Designated Entity Reportable Eligibility Event Applications, and Designated Entity Annual Reports Action, Public Notice, Rpt No. 12204 (rel. Apr. 12, 2017) (consenting to ULS file nos. 0007655105 (lead) et al.).

designated entity status; therefore, Commission approval of the assignment of the Full Licenses would not result in any unjust enrichment concerns.¹⁶

Spectrum Aggregation/Competition Analysis

As discussed below, the proposed spectrum assignments raise no spectrum aggregation, competitive or other public interest concerns. In most Markets, (i) T-Mobile License's acquisition of Assigned Licenses from the US Cellular Parties will be offset by assignments of Assigned Licenses by the T-Mobile Parties to the US Cellular Parties in an intra-market exchange with the same amounts and the same type of spectrum in each Market, and (ii) the US Cellular Parties' acquisition of Assigned Licenses from the T-Mobile Parties will be offset by assignments of Assigned Licenses by the US Cellular Parties to T-Mobile License in an intra-market exchange with the same amounts and the same type of spectrum in each Market, with both carriers' spectrum holdings remaining unchanged in each such Market and, with the exceptions noted below, below the spectrum screen levels that the Commission has found may warrant further review (*see Exhibits A1 and A2*).¹⁷ In all Markets where T-Mobile License's acquisition of Assigned Licenses from the US Cellular Parties results in a gain of spectrum (whether in the case of an intra-market exchange where T-Mobile License is receiving more spectrum than the T-Mobile Parties are assigning or in the case of an inter-market exchange), T-Mobile USA will remain below the spectrum screen levels, with the exceptions noted below (*see Exhibit A1*). In all Markets where the US Cellular Parties' acquisition of Assigned Licenses from the T-Mobile Parties results in a gain of spectrum (whether in the case of an intra-market exchange where the US Cellular Parties are receiving more spectrum than they are assigning or in the case of an inter-market exchange), USCC will remain below the spectrum screen levels, with the pre-existing and unchanged exceptions concerning "below 1-GHz spectrum" as noted below (*see Exhibit A2*). In no case will the assignments reduce the number of competitors, service offerings or customer choices in any market.

¹⁶ See 47 C.F.R. § 1.2111.

¹⁷ See *T-Mobile License LLC (ULS File No. 0009446137) and Cellco Partnership (ULS File No. 0009446983), Applications for 3.7-3.98 GHz Band Licenses, Auction No. 107*, Memorandum Opinion and Order (DA 21-891) p. 10 ¶20 (WTB and OEA Rel. July 23, 2021) ("*Auction Applications Order*"); *Merger Approval Order; Implementation of Section 6002(b) of the Omnibus Budget Reconciliation Act of 1993; Annual Report and Analysis of Competitive Market Conditions with Respect to Mobile Wireless, Including Commercial Mobile Services*, Twentieth Report, FCC 17-126, ¶ 39 (rel. Sept. 27, 2017) ("*20th Wireless Competition Report*"); *Policies Regarding Mobile Spectrum Holdings*, Report & Order, 29 FCC Rcd 6133 ¶ 81 (2014) ("*Mobile Spectrum Holdings Order*"). Consistent with the *Auction Applications Order*, the *Merger Approval Order*, the *20th Wireless Competition Report* and the *Mobile Spectrum Holdings Order*, the Parties understand that the initial spectrum screen is 350 MHz for all spectrum (*i.e.*, approximately one-third of 1023 MHz total included spectrum, including the 280 MHz of the 3.7-4.2 GHz spectrum effective as of the close of Auction 107) and 68 MHz for below-1-GHz spectrum (*i.e.*, one-third of 204 MHz total available and suitable spectrum below 1 GHz).

T-Mobile USA

In 70 of the 81 counties where spectrum is being assigned to T-Mobile License, T-Mobile USA's resulting spectrum aggregation will be below both the spectrum screen for all suitable and available low- and mid-band spectrum and the spectrum screen for all suitable and available below-1 GHz spectrum, thus obviating the need for further competitive review in those 70 counties (see Exhibit A1).

In 74 of such 81 counties, T-Mobile USA's spectrum aggregation will be below the screen for all suitable and available low- and mid-band spectrum. In one of the remaining seven counties (Whiteside, IL), T-Mobile USA's holdings after the transaction will be the same as its currently approved spectrum holdings, so no competitive review should be required.¹⁸ In four of the six counties then remaining – the MO counties of Saline, Johnson, Lafayette and Henry – where T-Mobile License will be acquiring 20 MHz of F and G Block 600 MHz spectrum from the US Cellular Parties and the T-Mobile Parties will be assigning no spectrum to the US Cellular Parties, the exchange will increase T-Mobile USA's holdings of all suitable and available low- and mid-band spectrum by 20 MHz, from 346 to 366 MHz in the MO counties of Saline, Johnson and Lafayette (less than a 5.8 percent increase) and from 336 to 356 MHz in Henry County, MO (less than a 6.0 percent increase), respectively. In the final two counties then remaining – Butler, KS and Sedgwick, KS – where T-Mobile License will be acquiring 12 MHz of A Block 700 MHz spectrum from the US Cellular Licensees and the T-Mobile Parties will be assigning no spectrum to the US Cellular Licensees, the exchange will increase T-Mobile USA's holdings of all suitable and available low- and mid-band spectrum by 12 MHz – from 374 to 386 MHz (slightly over a 3.0 percent increase). The public will benefit from the assignment and T-Mobile USA's deployment of this 600 MHz and 700 MHz spectrum, which is currently not in use for commercial service, in these six counties. There will continue to be the same number of competitors in these six counties where T-Mobile License is acquiring 600 MHz and 700 MHz spectrum after this transaction closes, including all of the major wireless carriers, and the proposed transaction will result in no loss of competition. Furthermore, T-Mobile USA will continue to fall below the 68 MHz one-third low-band spectrum holdings threshold in these six counties where T-Mobile License will be acquiring 20 MHz of F and G Block 600 MHz spectrum (the MO counties of Saline, Johnson, Lafayette and Henry) and 12 MHz of A Block 700 MHz spectrum (Butler, KS and Sedgwick, KS) from the US Cellular Parties (see Exhibit A1).

In 77 of the 81 counties where spectrum is being assigned to T-Mobile License, T-Mobile USA's spectrum aggregation will be below the screen for all suitable and

¹⁸ In Whiteside County, IL, which is the subject of an intra-market exchange where each carrier is assigning and receiving the same amount (20 MHz) and type (PCS) of spectrum and neither carrier's spectrum position will change, T-Mobile US's unchanged spectrum holdings of low- and mid-band spectrum will remain at 354 MHz, just 4 MHz above the screen of 350 MHz for all suitable and available low- and mid-band spectrum. This spectrum position has already been considered and approved by the Commission. See *Merger Approval Order*.

available below-1 GHz spectrum (as noted above, there is no county where T-Mobile will exceed both spectrum screens). In the four remaining counties (the MO counties of Adair, Putnam, Schuyler and Sullivan) where T-Mobile US will continue to exceed the 68 MHz one-third low-band spectrum holdings threshold with 76 MHz of such spectrum (but fall below the screen for all suitable and available low- and mid-band spectrum), T-Mobile USA's holdings after the transaction will be the same as its currently approved spectrum holdings, so no competitive review should be required.¹⁹

In addition, USCC will continue to provide commercial wireless service in each Market where it is assigning an Assigned License, and each Market where T-Mobile USA is acquiring an Assigned License is already served by a number of other carriers (*see Exhibit B*).

USCC

Because USCC, post-consummation, will hold only between 44 MHz and 211 MHz of attributable spectrum in the 84 counties where T-Mobile Assigned Licenses are being assigned to the US Cellular Parties, USCC's spectrum aggregation also will be below current levels requiring further competitive review (*see Exhibit A2*). USCC will not be acquiring any "below-1-GHz" spectrum from T-Mobile US and thus has not evaluated its low band spectrum holdings in the relevant Markets.

In addition, T-Mobile US will continue to provide commercial wireless service in each Market where it is assigning an Assigned License, and each Market where USCC is acquiring an Assigned License is already served by a number of other carriers (*see Exhibit B*).

Statement of No Environmental Impact

As required by Section 1.923(e) of the Commission's rules,²⁰ the Parties state that the assignment of licenses involved in this transaction will not have a significant environmental effect, as defined by Section 1.1307 of the Commission's rules.²¹ An assignment of licenses does not involve any engineering changes and, therefore, cannot have a significant environmental impact.

¹⁹ In the MO counties of Adair, Putnam, Schuyler and Sullivan, which are all the subject of an intra-market exchange where each carrier is assigning and receiving the same amount (10 MHz) and type (PCS) of spectrum—and there is no exchange of below-1 GHz spectrum—and neither carrier's spectrum position will change, T-Mobile US's unchanged spectrum holdings of below-1 GHz spectrum will remain at 76 MHz, just 8 MHz above the screen of 68 MHz for such spectrum. This spectrum position has already been considered and approved by the Commission. *See Merger Approval Order*.

²⁰ 47 C.F.R. § 1.923(e).

²¹ *Id.* § 1.1307.

Foreign Ownership of T-Mobile License

As noted above, T-Mobile License is a wholly-owned subsidiary of T-Mobile USA. T-Mobile USA in turn is a wholly owned direct subsidiary of T-Mobile US, a U.S.-organized entity. DT, a publicly-traded German corporation, holds a 46.7 percent interest in T-Mobile US and, indirectly, in T-Mobile USA through the intermediate companies described above. DT has *de facto* control of T-Mobile US – and thus T-Mobile License – as a result of a proxy agreement which authorizes DT to vote a majority of the stock of T-Mobile US.

By order released November 5, 2019, the Commission granted, subject to certain conditions, T-Mobile US's Petition for Declaratory Ruling under Section 310(b)(4) of the Communications Act on behalf of its current and future licensee and lessee subsidiaries that it would not serve the public interest to prohibit more than 25 percent indirect foreign ownership in T-Mobile US.²² That ruling also specifically permitted: (i) the foreign entities with a controlling interest in T-Mobile US (*i.e.*, DT Holding B.V., T-Mobile Holding, T-Mobile Global and DT) to increase the aggregate level of their controlling ownership interests in the reorganized T-Mobile US, at some future time, up to any amount, including 100 percent of T-Mobile US's equity and voting interests; and (ii) specific foreign entities with a non-controlling interest in T-Mobile US (*i.e.*, Kreditanstalt für Wiederaufbau, the Federal Republic of Germany, SoftBank Group, SoftBank and Mr. Masayoshi Son, a Japanese citizen and the founder and CEO of SoftBank) to increase their aggregate interest in T-Mobile US, at some future time, up to and including a non-controlling indirect 49.99 percent equity and voting interest.²³ That declaratory ruling, in accordance with Section 1.5001(c)(1) of the rules, specifically listed as covered by such ruling T-Mobile License (among other licensee subsidiaries of T-Mobile USA) and the types of wireless service licenses that are the subject of the instant transaction. The foreign ownership in the licensees as approved has not materially changed since November 5, 2019 and will not be affected by the instant transaction.

Conclusion

The Parties respectfully submit that each assignee is qualified to hold the applicable spectrum licenses referenced above and that Commission approval of the requested assignments will serve the public interest, convenience and necessity.²⁴ Accordingly, the Parties respectfully request that the Commission grant the instant applications expeditiously and without conditions.

²² See IBFS File No. ISP-PDR-20180618-00002 (filed June 18, 2018), granted by *Merger Approval Order*, ¶¶ 361-63.

²³ *Id.*

²⁴ See *Promoting Efficient Use of Spectrum Through Elimination of Barriers to the Development of Secondary Markets*, Report and Order and Further Notice of Proposed Rulemaking, 18 FCC Rcd. 20,604 (2003).

ATTACHMENT A**PART 1A--T-MOBILE LICENSE FULL LICENSES**

Licensed Area	FCC Call Sign	Licensed Area Name	Service	Channel Block	MHz	Exp. Date
MTA032	WPOH984	Des Moines- Quad Cities Submarket 385	PCS	A	1850-1865 1930-1945	06/23/2025
MTA032	WPOL769	Des Moines- Quad Cities Submarket 50	PCS	A	1850-1865 1930-1945	06/23/2025
MTA032	WPOM992	Des Moines- Quad Cities Submarket 148	PCS	A	1850-1865 1930-1945	06/23/2025
MTA032	WPOM973	Des Moines- Quad Cities Submarket 46	PCS	A	1850-1865 1930-1945	06/23/2025
MTA032	WPQY718	Des Moines- Quad Cities Submarket 164	PCS	A	1850-1865 1930-1945	06/23/2025
MTA032	WPQY735	Des Moines- Quad Cities Submarket 218	PCS	A	1850-1865 1930-1945	06/23/2025
MTA032	WPSF634	Des Moines- Quad Cities Submarket 238	PCS	A	1850-1865 1930-1945	06/23/2025
MTA032	WPOL770	Des Moines- Quad Cities Submarket 56	PCS	A	1850-1865 1930-1945	06/23/2025
MTA032	WPOM984	Des Moines- Quad Cities Submarket 122	PCS	A	1850-1865 1930-1945	06/23/2025
MTA032	WPQN561	Des Moines- Quad Cities Submarket 118	PCS	A	1850-1865 1930-1945	06/23/2025
MTA032	WQFU283	Des Moines- Quad Cities Submarket 330	PCS	A	1850-1865 1930-1945	06/23/2025
MTA032	WQGL343	Des Moines- Quad Cities Submarket 340	PCS	A	1850-1865 1930-1945	06/23/2025

MTA032	WPOL767	Des Moines-Quad Cities Submarket 54	PCS	A	1850-1865 1930-1945	06/23/2025
MTA032	WPOL760	Des Moines-Quad Cities Submarket 24	PCS	A	1850-1865 1930-1945	06/23/2025
MTA032	WPOM983	Des Moines-Quad Cities Submarket 120	PCS	A	1850-1865 1930-1945	06/23/2025
MTA032	WPOM989	Des Moines-Quad Cities Submarket 138	PCS	A	1850-1865 1930-1945	06/23/2025
MTA032	WPQY713	Des Moines-Quad Cities Submarket 158	PCS	A	1850-1865 1930-1945	06/23/2025
MTA032	WQDT206	Des Moines-Quad Cities Submarket 296	PCS	A	1850-1865 1930-1945	06/23/2025
MTA032	WPQY734	Des Moines-Quad Cities Submarket 216	PCS	A	1850-1865 1930-1945	06/23/2025
MTA032	KNLF263	Des Moines-Quad Cities Submarket 575	PCS	A	1850-1865 1930-1945	06/23/2025
MTA032	WQYL866	Des Moines-Quad Cities Submarket 546	PCS	A	1850-1865 1930-1945	06/23/2025
MTA032	WQYL867	Des Moines-Quad Cities Submarket 530	PCS	A	1850-1865 1930-1945	06/23/2025
MTA032	WQVB258	Des Moines-Quad Cities Submarket 541	PCS	A	1850-1865 1930-1945	06/23/2025
MTA032	WQFL611	Des Moines-Quad Cities Submarket 324	PCS	A	1850-1865 1930-1945	06/23/2025
MTA032	WQEV473	Des Moines-Quad Cities Submarket 318	PCS	A	1850-1865 1930-1945	06/23/2025
MTA032	WPRV929	Des Moines-Quad Cities Submarket 224	PCS	A	1850-1865 1930-1945	06/23/2025
MTA032	WQDT980	Des Moines-Quad Cities	PCS	A	1850-1865 1930-1945	06/23/2025

		Submarket 306				
MTA032	WPOL798	Des Moines-Quad Cities Submarket 32	PCS	A	1850-1865 1930-1945	06/23/2025
MTA032	WPON908	Des Moines-Quad Cities Submarket 128	PCS	A	1850-1865 1930-1945	06/23/2025
MTA032	WQBX746	Des Moines-Quad Cities Submarket 276	PCS	A	1850-1865 1930-1945	06/23/2025
MTA032	WQDR649	Des Moines-Quad Cities Submarket 292	PCS	A	1850-1865 1930-1945	06/23/2025
MTA032	WQDT207	Des Moines-Quad Cities Submarket 302	PCS	A	1850-1865 1930-1945	06/23/2025
BTA088	KNLF476	Coffeyville, KS Submarket 1	PCS	C	1895-1910 1975-1990	09/17/2026
BTA031	KNLF475	Bartlesville, OK Submarket 1	PCS	C	1895-1910 1975-1990	09/17/2026
MTA032	WQQE743	Des Moines-Quad Cities Submarket 571	PCS	A	1850-1865 1930-1945	06/23/2025
MTA032	WQWC841	Des Moines-Quad Cities Submarket 390	PCS	A	1850-1865 1930-1945	06/23/2025
MTA032	WQWC842	Des Moines-Quad Cities Submarket 396	PCS	A	1850-1865 1930-1945	06/23/2025
MTA032	WQWC843	Des Moines-Quad Cities Submarket 394	PCS	A	1850-1865 1930-1945	06/23/2025
MTA032	WQYX347	Des Moines-Quad Cities Submarket 591	PCS	A	1850-1865 1930-1945	06/23/2025
MTA032	WQZW844	Des Moines-Quad Cities Submarket 592	PCS	A	1850-1865 1930-1945	06/23/2025
MTA032	WQZE721	Des Moines-Quad Cities Submarket 572	PCS	A	1850-1865 1930-1945	06/23/2025
BTA086	WQZG769	Des Moines-Quad Cities	PCS	A	1850-1865 1930-1945	06/23/2025

		Submarket 576				
MTA032	WQXP375	Des Moines-Quad Cities Submarket 410	PCS	A	1850-1865 1930-1945	06/23/2025
MTA032	WPOL755	Des Moines-Quad Cities Submarket 14	PCS	A	1850-1865 1930-1945	06/23/2025
MTA032	WPOL765	Des Moines-Quad Cities Submarket 42	PCS	A	1850-1865 1930-1945	06/23/2025
MTA032	WPOL771	Des Moines-Quad Cities Submarket 60	PCS	A	1850-1865 1930-1945	06/23/2025
MTA032	WPOM979	Des Moines-Quad Cities Submarket 110	PCS	A	1850-1865 1930-1945	06/23/2025
MTA032	WPOM982	Des Moines-Quad Cities Submarket 114	PCS	A	1850-1865 1930-1945	06/23/2025
MTA032	WPQY722	Des Moines-Quad Cities Submarket 170	PCS	A	1850-1865 1930-1945	06/23/2025
BTA230	KNLH345	Kirksville, MO Submarket 0	PCS	D	1865-1870 1945-1950	04/28/2027
BTA161	KNLH344	Galesburg, IL Submarket 0	PCS	E	1885-1890 1965-1970	04/28/2027
BEA165	WQVP370	Redding, CA-OR Submarket 0	AWS	I	1765-1770 2165-2170	04/08/2027
BEA166	WQVP371	Eugene-Springfield, OR-CA Submarket 1	AWS	I	1765-1770 2165-2170	04/08/2027
BEA047	WQVP317	Lexington, KY-TN-VA-WV Submarket 0	AWS	H	1760-1765 2160-2165	04/08/2027

PART 1B--SPRINTCOM LICENSES

Licensed Area	FCC Call Sign	Licensed Area Name	Service	Channel Block	MHz	Exp. Date
BTA344	KNLH587	Peoria, IL Submarket 0	PCS	D	1865-1870 1945-1950	04/28/2027

BTA213	KNLH543	Jacksonville, IL Submarket 0	PCS	D	1865-1870 1945-1950	04/28/2027
MTA023	WPOH982	Richmond- Norfolk Submarket 2	PCS	B	1870-1885 1950-1965	06/23/2025

PART 1C—SPRINT REALTY LICENSES

Licensed Area	FCC Call Sign	Licensed Area Name	Service	Channel Block	MHz	Exp. Date
BTA161	WQIP653	Galesburg, IL Submarket 2	PCS	C	1895-1910 1975-1990	09/17/2026
BTA082	KNLF241	Pittsburgh Submarket 13	PCS	A	1850-1865 1930-1945	06/23/2025

PART 2A—T-MOBILE LICENSE USCOC ILLINOIS ASSIGNED LICENSES

FCC Call Sign	Market (Counties)	Channel Block/Spectrum (MHz)
WPOH984	<p>1 of 23 counties in BTA111-Des Moines, IA, including Boone, IA (partial—23 pops);</p> <p>2 of 8 Counties in BTA337-Ottumwa, IA, including IA counties of Mahaska and Wapello;</p> <p>2 of 4 counties in BTA086-Clinton, IA-Sterling IL, including Clinton, IA and Whiteside, IL (partitioned from WPOH984)</p>	<p>A5/1860-1865; 1940-1945 in portion of BTA111, including Boone, IA (partial) (disaggregated from WPOH984 in this partitioned area);</p> <p>A4/1855-1860 and 1935-1940 in portion of BTA337 including Mahaska, IA and Wapello, IA and in portion of BTA086 including Clinton, IA (full spectrum of WPOH984 in these partitioned areas);</p> <p>A4/1855-1860 and 1935-1940 in portion of BTA086 including Whiteside, IL (disaggregated from WPOH984 in this partitioned area)</p>
KNLF263	<p>8 of 8 counties in BTA150-Ft. Dodge, IA, including IA counties of Calhoun, Hamilton, Humboldt, Kossuth, Palo Alto, Pocahontas, Webster, Wright (partial-367 pops);</p> <p>5 of 6 counties in BTA061-Burlington, IA, including Clark, MO, Hancock, IL, Henderson, IL, Henry IA and Lee, IA;</p> <p>7 of 8 counties in BTA337-Ottumwa, IA, including IA counties of Appanoose, Davis, Jefferson, Keokuk, Monroe, Van Buren, Wapello;</p> <p>3 of 4 counties in BTA086-Clinton, IA-Sterling, IL, including Carroll, IL, Clinton, IA (partial-49,102 pops) and Jackson, IA (partial-14,573 pops) (partitioned from KNLF263)</p>	<p>A3/1850-1855; 1930-1935 (full spectrum of KNLF263)</p>
WQVB258	<p>1 of 6 counties in BTA061-Burlington, IA, including Des Moines, IA;</p> <p>1 of 8 counties in BTA337-Ottumwa, IA, including Mahaska, IA;</p> <p>1 of 4 counties in BTA086-Clinton, IA-Sterling, IL, including Whiteside, IL (partitioned from WQVB258)</p>	<p>A3/1850-1855; 1930-1935 (full spectrum of WQVB258)</p>

PART 2B—T-MOBILE LICENSE USCOC IOWA ASSIGNED LICENSES

FCC Call Sign	Market (Counties)	Channel Block/Spectrum (MHz)
WPOL769	2 of 23 counties in BTA111-Des Moines, IA , including IA counties of Adams (partial—3,816 pops) and Union (partial—zero pops—may be removed from ULS) (partitioned from WPOL769)	A5/1860-1865; 1940-1945 (full spectrum of WPOL769)
WPOM992	2 of 23 counties in BTA111-Des Moines, IA , including Adams, IA (partial—213 pops) and Union, IA (partial—50 pops) (partitioned from WPOM992)	A5/1860-1865; 1940-1945 (full spectrum of WPOM992)
WPOM973	1 of 23 counties in BTA111-Des Moines, IA , including Audubon, IA (partial—1,077 pops) (full area of WPOM973)	A5/1860-1865; 1940-1945 (full spectrum of WPOM973)
WPQY718	1 of 23 counties in BTA111-Des Moines, IA , including Audubon, IA (partial—zero pops—may be removed from ULS) (partitioned from WPQY718)	A5/1860-1865; 1940-1945 (full spectrum of WPQY718)
WPQY735	1 of 23 counties in BTA111-Des Moines, IA , including Audubon, IA (partial—5,036 pops) (full area of WPQY735)	A5/1860-1865; 1940-1945 (full spectrum of WPQY735)
WPSF634	3 of 23 counties in BTA111-Des Moines, IA , including IA counties of Audubon (partial—6 pops), Carroll (partial—20,802 pops) and Greene (partial—zero pops—may be removed from ULS) (partitioned from WPSF634)	A5/1860-1865; 1940-1945 (full spectrum of WPSF634)
WPOL770	1 of 23 counties in BTA111-Des Moines, IA , including Boone, IA (partial—21,955 pops) (full area of WPOL770)	A5/1860-1865; 1940-1945 (full spectrum of WPOL770)
WPOM984	1 of 23 counties in BTA111-Des Moines, IA , including Boone, IA (partial—3,495 pops) (full area of WPOM984)	A5/1860-1865; 1940-1945 (full spectrum of WPOM984)
WPQN561	1 of 23 counties in BTA111-Des Moines, IA , including Boone, IA (partial—17 pops) (partitioned from WPQN561)	A5/1860-1865; 1940-1945 (full spectrum of WPQN561)
WQFU283	2 of 23 counties in BTA111-Des Moines, IA , including Boone, IA (partial—32 pops) and Greene, IA (partial—7,112 pops) (partitioned from WQFU283)	A5/1860-1865; 1940-1945 (full spectrum of WQFU283)

WQGL343	2 of 23 counties in BTA111-Des Moines, IA, including Boone, IA (partial—722 pops) and Greene, IA (partial—1,291 pops) (partitioned from WQGL343)	A5/1860-1865; 1940-1945 (full spectrum of WQGL343)
WPOL767	1 of 23 counties in BTA111-Des Moines, IA, including Carroll, IA (partial—14 pops) (partitioned from WPOL767)	A5/1860-1865; 1940-1945 (full spectrum of WPOL767)
WPOL760	1 of 23 counties in BTA111-Des Moines, IA, including Greene, IA (partial-933 pops) (full area of WPOL760)	A5/1860-1865; 1940-1945 (full spectrum of WPOL760)
WPOM983	1 of 23 counties in BTA111-Des Moines, IA, including Hardin, IA (partial—29 pops) (partitioned from WPOM983)	A5/1860-1865; 1940-1945 (full spectrum of WPOM983)
WPOM989	1 of 23 counties in BTA111-Des Moines, IA, including Hardin, IA (partial—779 pops) (partitioned from WPOM989)	A5/1860-1865; 1940-1945 (full spectrum of WPOM989)
WPQY713	1 of 23 counties in BTA111-Des Moines, IA, including Hardin, IA (partial—16,473 pops) (partitioned from WPQY713)	A5/1860-1865; 1940-1945 (full spectrum of WPQY713)
WQDT206	1 of 23 counties in BTA111-Des Moines, IA, including Hardin, IA (partial—253 pops) (partitioned from WQDT206)	A5/1860-1865; 1940-1945 (full spectrum of WQDT206)
WPQY734	1 of 23 counties in BTA111-Des Moines, IA, including Union, IA (partial—12,484 pops) (partitioned from WPQY734)	A5/1860-1865; 1940-1945 (full spectrum of WPQY734)
WQYL866	1 of 8 counties in BTA150-Ft. Dodge, IA, including Wright, IA (partial-12,704 pops) (full area of WQYL866)	A3/1850-1855; 1930-1935 (full spectrum of WQYL866)
WQYL867	1 of 8 counties in BTA150-Ft. Dodge, IA, including Wright, IA (partial) (full area of WQYL867)	A3/1850-1855; 1930-1935 (full spectrum of WQYL867)
WQFL611	2 of 8 counties in BTA337-Ottumwa, IA, including Appanoose, IA and Monroe, IA (full area of WQFL611)	A5/1860-1865; 1940-1945 (full spectrum of WQFL611)
WQEV473	1 of 8 counties in BTA337-Ottumwa, IA, including county of Davis, IA (full area of WQEV473)	A5/1860-1865; 1940-1945 (full spectrum of WQEV473)
WPRV929	2 of 8 counties in BTA337-Ottumwa, IA, including IA counties of Jefferson (partial— 788 pops) and Wapello (partial—95 pops) (full area of WPRV929)	A5/1860-1865; 1940-1945 (full spectrum of WPRV929)
WQDT980	1 of 8 counties in BTA337-Ottumwa, IA, including county of Jefferson, IA (partial— 16,047 pops) (partitioned from WQDT980)	A5/1860-1865; 1940-1945 (full spectrum of WQDT980)

WPOL798	1 of 8 counties in BTA337-Ottumwa, IA, including county of Keokuk, IA (partial— 1,250 pops) (partitioned from WPOL798)	A5/1860-1865; 1940-1945 (full spectrum of WPOL798)
WPON908	1 of 8 counties in BTA337-Ottumwa, IA, including county of Keokuk, IA (partial—17 pops) (partitioned from WPON908)	A5/1860-1865; 1940-1945 (full spectrum of WPON908)
WQBX746	2 of 8 counties in BTA337-Ottumwa, IA, including IA counties of Keokuk (partial— 9,244 pops) and Jefferson (partial—zero pops- may be removed from ULS) (partitioned from WQBX746)	A5/1860-1865; 1940-1945 (full spectrum of WQBX746)
WQDR649	1 of 8 counties in BTA337-Ottumwa, IA, including county of Keokuk, IA (partial—zero pops-may be removed from ULS) (partitioned from WQDR649)	A5/1860-1865; 1940-1945 (full spectrum of WQDR649)
WQDT207	1 of 8 counties in BTA337-Ottumwa, IA, including county of Van Buren, IA (full area of WQDT207)	A5/1860-1865; 1940-1945 (full spectrum of WQDT207)
WQQE743	2 of 7 counties in BTA285-Mason City, IA, including IA counties of Cerro Gordo (partial- 31,020 pops) and Worth (partial-1,670 pops) (full area of WQQE743)	A3/1850-1855; 1930-1935 (full spectrum of WQQE743)
WQWC841	5 of 7 counties in BTA285-Mason City, IA, including IA counties of Cerro Gordo (partial- 207 pops), Hancock (partial-1,904 pops), Mitchell (partial-37 pops), Winnebago and Worth (partial-5,769 pops) (full area of WQWC841)	A3/1850-1855; 1930-1935 (full spectrum of WQWC841)
WQWC842	4 of 7 counties in BTA285-Mason City, IA, including IA counties of Cerro Gordo (partial), Floyd (partial), Mitchell (partial) and Worth (partial) (full area of WQWC842)	A3/1850-1855; 1930-1935 (full spectrum of WQWC842)
WQWC843	2 of 7 counties in BTA285-Mason City, IA, including IA counties of Cerro Gordo (partial- 9,947 pops) and Hancock (partial-4,004 pops) (full area of WQWC843)	A3/1850-1855; 1930-1935 (full spectrum of WQWC843)
WQYX347	3 of 7 counties in BTA285-Mason City, IA, including IA counties of Cerro Gordo (partial- 1,828 pops), Floyd (partial-46 pops), and Franklin (partial-10,584 pops) (full area of WQYX347)	A3/1850-1855; 1930-1935 (full spectrum of WQYX347)

WQZW844	1 of 7 counties in BTA285-Mason City, IA, including county of Franklin, IA (partial-96 pops) (full area of WQZW844)	A3/1850-1855; 1930-1935 (full spectrum of WQZW844)
WQZE721	1 of 7 counties in BTA285-Mason City, IA, including county of Hancock, IA (partial- 5,433 pops) (full area of WQZE721)	A3/1850-1855; 1930-1935 (full spectrum of WQZE721)
WQZG769	1 of 4 counties in BTA086-Clinton, IA- Sterling, IL, including county of Clinton, IA (partial-14 pops) (full area of WQZG769)	A3/1850-1855; 1930-1935 (full spectrum of WQZG769)
WQXP375	1 of 4 counties in BTA086-Clinton, IA- Sterling, IL, including county of Jackson, IA (partial-5,275 pops) (full area of WQXP375)	A3/1850-1855; 1930-1935 (full spectrum of WQXP375)
WPOL755	1 of 4 counties in BTA086-Clinton, IA- Sterling, IL, including county of Jackson, IA (partial—648 pops) (partitioned from WPOL755)	A5/1860-1865; 1940-1945 (full spectrum of WPOL755)
WPOL765	1 of 4 counties in BTA086-Clinton, IA- Sterling, IL, including county of Jackson, IA (partial—818 pops) (full area of WPOL765)	A5/1860-1865; 1940-1945 (full spectrum of WPOL765)
WPOL771	1 of 4 counties in BTA086-Clinton, IA- Sterling, IL, including county of Jackson, IA (partial—663 pops) (partitioned from WPOL771)	A5/1860-1865; 1940-1945 (full spectrum of WPOL771)
WPOM979	1 of 4 counties in BTA086-Clinton, IA- Sterling, IL, including county of Jackson, IA (partial—8,682 pops) (partitioned from WPOM979)	A5/1860-1865; 1940-1945 (full spectrum of WPOM979)
WPOM982	1 of 4 counties in BTA086-Clinton, IA- Sterling, IL, including county of Jackson, IA (partial—3,762 pops) (partitioned from WPOM982)	A5/1860-1865; 1940-1945 (full spectrum of WPOM982)
WPQY722	1 of 4 counties in BTA086-Clinton, IA- Sterling, IL, including county of Jackson, IA (partial—5,275 pops) (partitioned from WPQY722)	A5/1860-1865; 1940-1945 (full spectrum of WPQY722)

**PART 2C— T-MOBILE LICENSE USCOC NEBRASKA/KANSAS ASSIGNED
LICENSES**

FCC Call Sign	Market (Counties)	Channel Block/Spectrum (MHz)
KNLF476	4 of 4 counties in BTA088-Coffeetown, KS , including counties of Chautauqua, KS, Montgomery, KS, Nowata, OK and Wilson, KS (full area of KNLF476)	C1/1902.5-1910; 1982.5-1990 (full spectrum of KNLF476)
KNLF475	1 of 1 county in BTA031-Bartlesville, OK , including portion of Washington County, OK defined by the six (6) geographic coordinates set forth in included "Area 1" in the "Undefined Areas" selection under the "Market" tab in ULS for WQKH565 and WQCY549 (partitioned from KNLF475)	C1/1902.5-1910; 1982.5-1990 (full spectrum of KNLF475 in partitioned area)
WQVP370	3 of 5 counties in BEA165-Redding, CA- OR , including counties of Modoc, CA, Klamath, OR and Siskiyou, CA (partitioned from WQVP370)	I/1765-1700; 2165-2170 (full spectrum of WQVP370)
WQVP371	2 of 7 counties in BEA166-Eugene- Springfield, OR-CA , including counties of Del Norte, CA, Jackson, OR (partitioned from WQVP371)	I/1765-1770; 2165-2170 (full spectrum of WQVP371)

PART 2D— T-MOBILE LICENSE USCOC MISSOURI ASSIGNED LICENSE

FCC Call Sign	Market (Counties)	Channel Block/Spectrum (MHz)
KNLH345	5 of 5 counties in BTA230-Kirksville, MO , including MO counties of Adair, Macon, Putnam, Schuyler, Sullivan (full area of KNLH345)	D/1865-1870; 1945-1950 (full spectrum of KNLH345)

PART 2E— T-MOBILE LICENSE USCOC CHICAGO ASSIGNED LICENSE

FCC Call Sign	Market (Counties)	Channel Block/Spectrum (MHz)
KNLH344	2 of 2 counties in BTA161-Galesburg, IL , including IL counties of Knox and Warren (full area of KNLH344)	E/1885-1890; 1965-1970 (full spectrum of KNLH344)

PART 2F— T-MOBILE LICENSE USCOC CUMBERLAND ASSIGNED
LICENSE

FCC Call Sign	Market (Counties)	Channel Block/Spectrum (MHz)
WQVP317	1 of many counties in BEA047-Lexington, KY-TN-VA-WV , including county of Mercer, WV (partitioned from WQVP317)	H/1760-1765; 2160-2165 (full spectrum of WQVP317)

PART 2G—SPRINTCOM USCOC ILLINOIS ASSIGNED LICENSES

FCC Call Sign	Markets (Counties)	Channel Block/Spectrum (MHz)
KNLH587	9 of 9 counties in BTA344-Peoria, IL , including IL counties of Fulton, Marshall, Mason, McDonough, Peoria, Schuyler, Stark, Tazewell and Woodford (full area of KNLH587)	D/1865-1870; 1945-1950 (full spectrum of KNLH587)
KNLH543	4 of 4 Counties in BTA213-Jacksonville, IL , including IL counties of Cass, Greene, Morgan and Scott (full area of KNLH543)	D/1865-1870; 1945-1950 (full spectrum of KNLH543)

PART 2H—SPRINTCOM USCOC VIRGINIA ASSIGNED LICENSE

FCC Call Sign	Markets (Counties)	Channel Block/Spectrum (MHz)
WPOH982	4 of 4 Counties in BTA430-Staunton-Waynesboro, VA , including VA counties of Augusta, Highland, Staunton City and Waynesboro City (partitioned from WPOH982)	B3/1870-1875; 1950-1955 (disaggregated from WPOH982)

PART 2I—SPRINT REALTY USCOC CHICAGO ASSIGNED LICENSE

FCC Call Sign	Markets (Counties)	Channel Block/Spectrum (MHz)
WQIP653	2 of 2 Counties in BTA161-Galesburg, IL , including IL counties of Knox and Warren (full area of WQIP653)	C5/1905-1910; 1985-1990 (full spectrum of WQIP653)

PART 2J—SPRINT REALTY HARDY ASSIGNED LICENSE

FCC Call Sign	Markets (Counties)	Channel Block/Spectrum (MHz)
KNLF241	9 of 9 Counties in BTA082-Clarksburg-Elkins, WV , including VW counties of Barbour, Doddridge, Gilmer, Harrison, Lewis, Randolph, Taylor, Tucker and Upshur (partitioned from KNLF241)	A4/1855-1860; 1935-1940 (full spectrum of KNLF241)

ATTACHMENT B**PART 1A—USCOC IOWA FULL LICENSES**

Licensed Area	FCC Call Sign	Licensed Area Name	Service	Channel Block	MHz	Exp. Date
BTA061	KNLF791	Burlington, IA Submarket 3	PCS	C5	1905-1910 1985-1990	09/17/2026
BTA086	KNLG868	Clinton, IA– Sterling, IL Submarket 1	PCS	E	1885-1890 1965-1970	04/28/2027
BTA086	KNLH743	Clinton, IA– Sterling, IL Submarket 0	PCS	D	1865-1870 1945-1950	04/28/2027
BTA150	KNLG432	Fort Dodge, IA Submarket 0	PCS	D	1865-1870 1945-1950	04/28/2027
BTA285	KNLG770	Mason City, IA Submarket 0	PCS	D	1865-1870 1945-1950	04/28/2027
BTA337	KNLG878	Ottumwa, IA Submarket 0	PCS	E	1885-1890 1965-1970	04/28/2027
BTA337	WQGG306	Ottumwa, IA Submarket 2	PCS	F	1890-1895 1970-1975	04/28/2027
BTA337	WQGG311	Ottumwa, IA Submarket 4	PCS	F	1890-1895 1970-1975	04/28/2027
MTA032	WQUC595	Des Moines- Quad Cities Submarket 386	PCS	A4	1855-1860 1935-1940	06/23/2025

PART 1B—USCOC OKLAHOMA FULL LICENSE

Licensed Area	FCC Call Sign	Licensed Area Name	Service	Channel Block	MHz	Exp. Date
MTA048	WQKH565	Tulsa Submarket 8	PCS	B4	1875-1880 1955-1960	06/23/2025

PART 1C—USCOC MISSOURI FULL LICENSE

Licensed Area	FCC Call Sign	Licensed Area Name	Service	Channel Block	MHz	Exp. Date
MTA019	WQMM899	St. Louis Submarket 10	PCS	B3	1870-1875 1950-1955	06/23/2025

PART 1D—USCOC CUMBERLAND FULL LICENSE

Licensed Area	FCC Call Sign	Licensed Area Name	Service	Channel Block	MHz	Exp. Date
BEA047	WQVE588	Lexington, KY- TN-VA-WV Submarket 16	AWS	B1	1720-1725 2120-2125	11/29/2021

PART 1E—USCOC NEBRASKA/KANSAS FULL LICENSES

Licensed Area	FCC Call Sign	Licensed Area Name	Service	Channel Block	MHz	Exp. Date
MTA048	WQCY549	Tulsa Submarket 2	PCS	B3	1870-1875 1950-1955	06/23/2025
BEA122	WQIZ541	Wichita, KS-OK Submarket 5	700MHz	A	698-704 728-734	06/13/2029
PEA178	WQZM926	Sedalia, MO Submarket 0	600MHz	F	642-647 688-693	06/14/2029
PEA178	WQZM927	Sedalia, MO Submarket 0	600MHz	G	647-652 693-698	06/14/2029

PART 1F—USCOC CHICAGO FULL LICENSE

Licensed Area	FCC Call Sign	Licensed Area Name	Service	Channel Block	MHz	Exp. Date
MTA003	WPVX732	Chicago Submarket 6	PCS	B3/B4	1870-1880 1950-1960	06/23/2025

PART 1G—USCOC ILLINOIS FULL LICENSES

Licensed Area	FCC Call Sign	Licensed Area Name	Service	Channel Block	MHz	Exp. Date
BTA061	WQPB337	Burlington, IA Submarket 4	PCS	C5	1905-1910 1985-1990	09/17/2026
BTA086	WPZK705	Clinton, IA – Sterling, IL Submarket 2	PCS	E	1885-1890 1965-1970	04/28/2027
BTA213	KNLF776	Jacksonville, IL Submarket 1	PCS	C1	1902.5-1910 1982.5-1990	09/17/2026
BTA344	WPUN878	Peoria, IL Submarket 6	PCS	C3	1895-1900 1975-1980	06/30/2029
BTA344	WQBG688	Peoria, IL Submarket 2	PCS	F	1890-1895 1970-1975	04/28/2027

PART 1H— USCOC VIRGINIA FULL LICENSE

Licensed Area	FCC Call Sign	Licensed Area Name	Service	Channel Block	MHz	Exp. Date
BTA430	WQEE481	Staunton- Waynesboro, VA Submarket 1	PCS	C1	1902.5-1910 1982.5-1990	01/06/2026

PART 2A—USCOC IOWA ASSIGNED LICENSES

FCC Call Sign	Market (Counties)	Channel Block/Spectrum (MHz)
KNLF791	4 of 6 Counties in BTA061- Burlington, IA , including Des Moines, IA, Henry, IA, Lee, IA, Clark, MO (full area of KNLF791)	C5/1905-1910; 1985-1990 (full spectrum of KNLF791)
KNLG868	2 of 4 Counties in BTA086-Clinton, IA-Sterling, IL , including Clinton, IA, Jackson, IA (full area of KNLG868)	E/1885-1890; 1965-1970 (full spectrum of KNLG868)
KNLH743	3 of 4 Counties in BTA086-Clinton, IA-Sterling, IL , including Whiteside, IL, Clinton, IA, Jackson, IA (partitioned from KNLH743)	D/1865-1870; 1945-1950 (full spectrum of KNLH743 in partitioned area)
KNLG432	8 of 8 Counties in BTA150-Fort Dodge, IA , including Calhoun, IA, Hamilton, IA, Humboldt, IA, Kossuth, IA, Palo Alto, IA, Pocahontas, IA, Webster, IA, Wright, IA (full area of KNLG432)	D/1865-1870; 1945-1950 (full spectrum of KNLG432)
KNLG770	7 of 7 Counties in BTA285- Mason City, IA , including Cerro Gordo, IA, Floyd, IA, Franklin, IA, Hancock, IA, Mitchell, IA, Winnebago, IA, Worth, IA (full area of KNLG770)	D/1865-1870; 1945-1950 (full spectrum of KNLG770)
KNLG878	8 of 8 Counties in BTA337- Ottumwa, IA , including Appanoose, IA, Davis, IA, Jefferson, IA, Keokuk, IA, Mahaska, IA, Monroe, IA, Van Buren, IA, Wapello, IA (full area of KNLG878)	E/1885-1890; 1965-1970 (full spectrum of KNLG878)
WQGG306	3 of 8 Counties in BTA337- Ottumwa, IA , including Appanoose, IA, Davis, IA, Monroe, IA (full area of WQGG306)	F/1890-1895; 1970-1975 (full spectrum of WQGG306)
WQGG311	5 of 8 Counties in BTA337- Ottumwa, IA , including Jefferson, IA, Keokuk, IA, Mahaska, IA, Van Buren, IA, Wapello, IA (full area of WQGG311)	F/1890-1895; 1970-1975 (full spectrum of WQGG311)
WQUC595	7 of 23 Counties in BTA111-Des Moines, IA , including Adams, IA, Audubon, IA, Carroll, IA, Greene, IA, Hardin, IA, Union, IA, Boone, IA (partial);	A4/1855-1860; 1935-1940 (full spectrum of WQUC595 in partitioned area)

	1 of 6 Counties in BTA070-Cedar Rapids, IA , including Jones, IA (partial) (partitioned from WQUC595)	
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PART 2B—USCOC OKLAHOMA ASSIGNED LICENSE

FCC Call Sign	Markets (Counties)	Channel Block/Spectrum (MHz)
WQKH565	1 of 4 Counties in BTA088-Coffeyville, KS , including Nowata, OK; 1 of 1 county in BTA031-Bartlesville, OK , including Washington County, OK (partial) (full area of WQKH565)	B4/1875-1880; 1955-1960 (full spectrum of WQKH565)

PART 2C—USCOC MISSOURI ASSIGNED LICENSE

FCC Call Sign	Market (Counties)	Channel Block/Spectrum (MHz)
WQMM899	5 of 5 Counties in BTA230-Kirksville, MO , including Adair, MO, Macon, MO, Putnam, MO, Schuyler, MO, Sullivan, MO (partitioned from WQMM899)	B3/1870-1875; 1950-1955 (full spectrum of WQMM899 in partitioned area)

PART 2D—USCOC CUMBERLAND ASSIGNED LICENSE

FCC Call Sign	Markets (Counties)	Channel Block/Spectrum (MHz)
WQVE588	1 of many Counties in BEA047-Lexington, KY-TN-VA-WV , including Mercer, WV (full area of WQVE588)	B1/1720-1725; 2120-2125 (full spectrum of WQVE588)

PART 2E—USCOC NEBRASKA/KANSAS ASSIGNED LICENSES

FCC Call Sign	Market (Counties)	Channel Block/Spectrum (MHz)
WQCY549	4 of 4 Counties in BTA088-Coffeyville, KS , including Chautauqua, KS, Montgomery, KS, Wilson, KS, Nowata, OK;	B3/1870-1875; 1950-1955 (full spectrum of WQCY549)

	1 of 1 county in BTA031-Bartlesville, OK , including Washington County, OK (partial) (full area of WQCY549)	
WQIZ541	2 of 23 Counties in BEA122-Wichita, KS-OK , including Butler, KS, Sedgwick, KS (partitioned from WQIZ541)	A/698-704; 728-734 (full spectrum of WQIZ541 in partitioned area)
WQZM926	8 of 15 Counties in PEA178-Sedalia, MO , including Bates, MO, Cedar, MO, Henry/Rives, MO, Johnson, MO, Lafayette, MO, St. Clair, MO, Saline, MO, Vernon, MO (partitioned from WQZM926)	F/642-647; 688-693 (full spectrum of WQZM926 in partitioned area)
WQZM927	8 of 15 Counties in PEA178-Sedalia, MO , including Bates, MO, Cedar, MO, Henry/Rives, MO, Johnson, MO, Lafayette, MO, St. Clair, MO, Saline, MO, Vernon, MO (partitioned from WQZM927)	G/647-652; 693-698 (full spectrum of WQZM927 in partitioned area)

PART 2F—USCOC CHICAGO ASSIGNED LICENSE

FCC Call Sign	Markets (Counties)	Channel Block/Spectrum (MHz)
WPVX732	2 of 2 Counties in BTA161-Chicago, IL , including Knox, IL, Warren, IL (full area of WPVX732)	B3, B4/1870-1880; 1950-1960 (full spectrum of WPVX732)

PART 2G—USCOC ILLINOIS ASSIGNED LICENSES

FCC Call Sign	Market (Counties)	Channel Block/Spectrum (MHz)
WQPB337	2 of 6 Counties in BTA061-Burlington, IA , including Hancock, IL, Henderson, IL (full area of WQPB337)	C5/1905-1910; 1985-1990 (full spectrum of WQPB337)
WPZK705	2 of 4 Counties in BTA086 – Clinton, IA-Sterling, IL , including Carroll, IL, Whiteside, IL (full area of WPZK705)	E/1885-1890; 1965-1970 (full spectrum of WPZK705)
KNLF776	4 of 4 Counties in BTA213-Jacksonville, IL , including Cass, IL, Greene, IL, Morgan, IL, Scott, IL	C1/1902.5-1910; 1982.5-1990 (full spectrum of KNLF776)

	(full area of KNL776)	
WPUN878	9 of 9 Counties in BTA344-Peoria, IL , including Fulton, IL, McDonough, IL, Marshall, IL, Mason, IL, Peoria, IL, Schuyler, IL, Stark, IL, Tazewell, IL, Woodford, IL (full area of WPUN878)	C3/1895-1900; 1975-1980 (full spectrum of WPUN878)
WQBG688	4 of 9 Counties in BTA344-Peoria, IL , including Fulton, IL, McDonough, IL, Mason, IL, Schuyler, IL (full area of WQBG688)	F/1890-1895; 1970-1975 (full spectrum of WQBG688)

PART 2H—USCOC VIRGINIA ASSIGNED LICENSE

FCC Call Sign	Markets (Counties)	Channel Block/Spectrum (MHz)
WQEE481	4 of 4 Counties in BTA430-Staunton-Waynesboro, VA , including VA counties of Augusta, Highland, Staunton City and Waynesboro City (full area of WQEE481)	C1/1902.5-1910; 1982.5-1990 (full spectrum of WQEE481)

ATTACHMENT C

(i) T-Mobile License has agreed to assign to USCOC Illinois the portions of the applicable T-Mobile License licenses shown in Part 1A of Attachment A hereto (such full licenses the “T-Mobile License Full Licenses”) composed of either the entirety or the disaggregated portion, as applicable, of the spectrum bandwidth in the partitioned portion of the license area of the T-Mobile License Full Licenses with Call Signs WPOH984, KNLF263 and WQVB258 as shown in Part 2A of Attachment A hereto (such portions the “T-Mobile License USCOC Illinois Assigned Licenses”);

(ii) T-Mobile License has agreed to assign to USCOC Iowa the portions of the applicable T-Mobile License Full Licenses composed of either the entirety or the disaggregated portion, as applicable, of the spectrum bandwidth in either the entirety or the partitioned portion, as applicable, of the license area of the T-Mobile License Full Licenses with Call Signs WPOL769, WPOM992, WPOM973, WPQY718, WPQY735, WPSF634, WPOL770, WPOM984, WPQN561, WQFU283, WQGL343, WPOL767, WPOL760, WPOM983, WPOM989, WPQY713, WQDT206, WPQY734, WQYL866, WQYL867, WQFL611, WQEV473, WPRV929, WQDT980, WPOL798, WPON908, WQBX746, WQDR649, WQDT207, WQQE743, WQWC841, WQWC842, WQWC843, WQYX347, WQZW844, WQZE721, WQZG769, WQXP375, WPOL755, WPOL765, WPOL771, WPOM979, WPOM982 and WPQY722 as shown in Part 2B of Attachment A hereto (such portions the “T-Mobile License USCOC Iowa Assigned Licenses”);

(iii) T-Mobile License has agreed to assign to USCOC Nebraska/Kansas the portions of the applicable T-Mobile License Full Licenses composed of the entirety of the spectrum bandwidth in either the entirety or the partitioned portion, as applicable, of the license area of the T-Mobile License Full Licenses with Call Signs KNLF476, KNLF475, WQVP370 and WQVP371 as shown in Part 2C of Attachment A hereto (such portions the “T-Mobile License USCOC Nebraska/Kansas Assigned Licenses”);

(iv) T-Mobile License has agreed to assign to USCOC Missouri the entirety of the applicable T-Mobile License Full License composed of the entirety of the spectrum bandwidth in the entirety of the license area of the T-Mobile License Full License with Call Sign KNLH345 as shown in Part 2D of Attachment A hereto (such entirety the “T-Mobile License USCOC Missouri Assigned License”);

(v) T-Mobile License has agreed to assign to USCOC Chicago the entirety of the applicable T-Mobile License Full License composed of the entirety of the spectrum bandwidth in the entirety of the license area of the T-Mobile License Full License with Call Sign KNLH344 as shown in Part 2E of Attachment A hereto (such entirety the “T-Mobile License USCOC Chicago Assigned License”);

(vi) T-Mobile License has agreed to assign to USCOC Cumberland the portion of the applicable T-Mobile License Full License composed of the entirety of the spectrum bandwidth in the partitioned license area of the T-Mobile License Full License with Call

Sign WQVP317 as shown in Part 2F of Attachment A hereto (such portion the “T-Mobile License USCOC Cumberland Assigned License” and, together with the T-Mobile License USCOC Illinois Assigned Licenses, T-Mobile License USCOC Iowa Assigned Licenses, the T-Mobile License USCOC Nebraska/Kansas Assigned Licenses, the T-Mobile License USCOC Missouri Assigned License and the USCOC Chicago Assigned License, the “T-Mobile License Assigned Licenses”);

(vii) SprintCom has agreed to assign to USCOC Illinois the entireties of the SprintCom licenses shown in Part 1B of Attachment A hereto (such full licenses the “SprintCom Full Licenses”) composed of the entirety of the spectrum bandwidth in the entirety of the license area of the SprintCom Full Licenses with Call Signs KNLH587 and KNLH543 as shown in Part 2G of Attachment A hereto (such entireties the “SprintCom USCOC Illinois Assigned Licenses”);

(viii) SprintCom has agreed to assign to USCOC Virginia the portion of the SprintCom Full Licenses composed of the disaggregated portion of the spectrum bandwidth in the partitioned portion of the license area of the SprintCom Full License with Call Sign WPOH982 as shown in Part 2H of Attachment A hereto (such portion the “SprintCom USCOC Virginia Assigned License” and, together with the SprintCom USCOC Illinois Assigned Licenses, the “SprintCom Assigned Licenses”);

(ix) Sprint Realty has agreed to assign to USCOC Chicago the entirety of the Sprint Realty licenses shown in Part 1C of Attachment A hereto (such full licenses the “Sprint Realty Full Licenses” and, together with the T-Mobile License Full Licenses and the SprintCom Full Licenses, the “T-Mobile Full Licenses”) composed of the entirety of the spectrum bandwidth in the entirety of the license area of the Sprint Realty Full License with Call Sign WQIP653 as shown in Part 2I of Attachment A hereto (such entirety the “Sprint Realty USCOC Chicago Assigned License”);

(x) Sprint Realty has agreed to assign to Hardy the portion of the Sprint Realty Full Licenses composed of the entirety of the spectrum bandwidth in the partitioned portion of the license area of the Sprint Realty Full License with Call Sign KNLF241 as shown in Part 2J of Attachment A hereto (such portion the “Sprint Realty Hardy Assigned License” and, together with the T-Mobile License Assigned Licenses, and the SprintCom Assigned Licenses and the Sprint Realty USCOC Chicago Assigned Licenses, the “T-Mobile Assigned Licenses”);

(xi) USCOC Iowa has agreed to assign to T-Mobile License the portions of the USCOC Iowa licenses shown in Part 1A of Attachment B hereto (such full licenses the “USCOC Iowa Full Licenses”) composed of the full spectrum bandwidth in either the entirety or the partitioned portion, as applicable, of the license area of the USCOC Iowa Full Licenses with Call Signs KNLF791, KNLG868, KHLH743, KNLG432, KNLG770, KNLG878, WQGG306, WQGG311 and WQUC595 as shown in Part 2A of Attachment B hereto (such portions the “USCOC Iowa Assigned Licenses”);

(xii) USCOC Oklahoma has agreed to assign to T-Mobile License the entirety of the USCOC Oklahoma license shown in Part 1B of Attachment B hereto (such full license the “USCOC Oklahoma Full License”) composed of the full spectrum bandwidth in the full license area of the USCOC Oklahoma Full License with Call Sign WQKH565 as shown in Part 2B of Attachment B hereto (such entirety the “USCOC Oklahoma Assigned License”);

(xiii) USCOC Missouri has agreed to assign to T-Mobile License the portion of the USCOC Missouri license shown in Part 1C of Attachment B hereto (such full license the “USCOC Missouri Full License”) composed of the full spectrum bandwidth in the partitioned portion of the license area of the USCOC Missouri Full License with Call Sign WQMM899 as shown in Part 2C of Attachment B hereto (such portion the “USCOC Iowa Assigned License”);

(xiv) USCOC Cumberland has agreed to assign to T-Mobile License the entirety of the USCOC Cumberland license shown in Part 1D of Attachment B hereto (such full license the “USCOC Cumberland Full License”) composed of the full spectrum bandwidth in the full license area of the USCOC Cumberland Full License with Call Sign WQVE588 as shown in Part 2D of Attachment B hereto (such entirety the “USCOC Cumberland Assigned License”);

(xv) USCOC Nebraska/Kansas has agreed to assign to T-Mobile License the portions of the USCOC Nebraska/Kansas licenses shown in Part 1E of Attachment B hereto (such full licenses the “USCOC Nebraska/Kansas Full Licenses”) composed of the full spectrum bandwidth in either the entirety or the partitioned portion, as applicable, of the license area of the USCOC Nebraska/Kansas Full Licenses with Call Signs WQCY549, WQIZ541, WQZM926 and WQZM927 as shown in Part 2E of Attachment B hereto (such portions the “USCOC Nebraska/Kansas Assigned Licenses”);

(xvi) USCOC Chicago has agreed to assign to T-Mobile License the entirety of the USCOC Chicago license shown in Part 1F of Attachment B hereto (such full license the “USCOC Chicago Full License”) composed of the full spectrum bandwidth in the full license area of the USCOC Chicago Full License with Call Sign WPVX732 as shown in Part 2F of Attachment B hereto (such entirety the “USCOC Chicago Assigned License”);

(xvii) USCOC Illinois has agreed to assign to T-Mobile License the entirety of the USCOC Illinois licenses shown in Part 1G of Attachment B hereto (such full licenses the “USCOC Illinois Full Licenses”) composed of the full spectrum bandwidth in the full license area of the USCOC Illinois Full Licenses with Call Signs WQPB337, WPZK705, KNLF776, WPUN878 and WQBG688 as shown in Part 2G of Attachment B hereto (such entireties the “USCOC Illinois Assigned Licenses”); and

(xviii) USCOC Virginia has agreed to assign to T-Mobile License the entirety of the USCOC Virginia license shown in Part 1H of Attachment B hereto (such full license the “USCOC Virginia Full License” and, together with the USCOC Iowa Full Licenses,

the USCOC Oklahoma Full License, the USCOC Missouri Full License, the USCOC Cumberland Full License, the USCOC Nebraska/Kansas Full Licenses, the USCOC Chicago Full License and the USCOC Illinois Full Licenses, the “US Cellular Full Licenses,” the T-Mobile Full Licenses and the US Cellular Full Licenses are collectively the “Full Licenses”) composed of the full spectrum bandwidth in the full license area of the USCOC Virginia Full License with Call Sign WQEE481 as shown in Part 2H of Attachment B hereto (such entirety the “USCOC Virginia Assigned License” and, together with the USCOC Iowa Assigned Licenses, the USCOC Oklahoma Assigned License, the USCOC Missouri Assigned License, the USCOC Cumberland Assigned License, the USCOC Nebraska/Kansas Assigned Licenses, the USCOC Chicago Assigned License and the USCOC Illinois Assigned Licenses, the “US Cellular Assigned Licenses,” the T-Mobile Assigned Licenses and the US Cellular Assigned Licenses are collectively the “Assigned Licenses”).